

(Per ILA Approval Requirements)

CA Approval

JB Approval

REGIONAL FARE COORDINATION SYSTEM

CHANGE ORDER NO. 25

CONTRACTOR: **ERG Transit Systems (USA) Inc.**
CONTRACT NUMBER: **229944**

This Change Order to Contract #229944 ("Change Order") is executed as of 9/4/07, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

- B. The Agencies and the Contractor desire to execute this Change Order No. 25 and the attached Amendment 22 to add additional Customer Service Terminal (CST) peripheral options; to provide for updates to all system documentation required to accommodate the new peripherals and the provision of 5 CST Monitors for testing purposes; to update Section II G (Customer Service Terminal) & H (Additional CST Peripherals) and "Special Programs" of the Exhibit 9, Price Schedule provided in Attachment A hereto.

Agreements

The Agencies and the Contractor hereby agree to the following changes to the Contract:

1.0 Compensation Changes

This Change Order shall give rise to no additional compensation except for the unit costs amounts as specified in Amendment No. 22 which is attached hereto as "CO 25 Attachment A" and which the Parties agree, without further execution, hereby amends Exhibit 9 to the Contract, entitled "Price Schedule," by adding the unit price options as noted to Section II "Equipment Prices"; and a "Special Program" charge of \$4000 to reflect the cost of five (5) CST monitors used by ERG as "developmental units" during the testing phase. The monitor cost is a one-time special price. The Contractor shall be paid a one time charge of \$1652 to reflect the effort to modify the system documentation identified in Section 2.

2.0 System Documentation Modifications

The Contractor has previously updated the following documents to include the peripherals provided for in this Change Order No. 25, i.e. the Epson Printer, PINpad, Mini Mag Card Reader, and to separately describe the Photo ID Equipment in two options known as the Card Printer (and accessories) and the Camera (and accessories): CST Maintenance Manual CDRL 35, CST Operations Manual CDRL 34, CST Quick Reference Guide CDRL 28, CST Instructor Guide CDRL 29 and CST DR 108.

The Contractor will modify and resubmit the following documents as agreed during Phase II to include the peripherals provided for in this Change Order No.25, i.e. the Epson Printer, PINpad, Mini Mag Card Reader, and to separately describe the Photo ID Equipment in two options known as the Card Printer (and accessories) and the Camera (and accessories): CST Maintenance Manual CDRL 35, CST Operations manual CDRL 34, CST Quick Reference Guide CDRL 28, CST Instructor Guide CDRL 29 and CST DR 108.

3.0 Other Terms and Conditions

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order No. 25 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 25 to Contract #229944 as of the date set forth below its signature.

ERG Transit Systems (USA) Inc.

By: Lutzen
Its: Vice President
Date: 08/27/2007

The Agencies

By: Candace Carlson
Their: Contract Administrator
On behalf of the Agencies
Date: 9/4/07

Change Order No. 25 - Attachment A

Amendment 22 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 22 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 4th day of September, 2007, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to amend Section II of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 25 to which this is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 1.0 Section II (Equipment Prices) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

G. CUSTOMER SERVICE TERMINAL

G.1 Full Function CST (modules i through ix)	15 or less	16-30	Over 30
PRICE PER UNIT	\$9,357	\$8,911	\$8,487
G.2 Modularized CST	15 or less	16-30	Over 30
i. CPU and software, data communications & secure access module	\$4,362	\$4,155	\$3,957
ii. Keyboard (inc. in CPU price)			
iii. PIN pad	\$951	\$906	\$862
iv. Customer Display (inc in PINpad)			
v. Magnetic Card Reader (inc. in PINpad)			
vi. Agent Display	\$1,058	\$1,007	\$959
vii. Fare card reader/writer	\$660	\$628	\$598
viii. Printer – receipt – includes (a) or (b)			
(a) Printer - receipt	\$1,692	\$1,611	\$1,535
(b) Printer – receipt with Check Endorser/Reader - Epson TM-H6000II	\$1,624	\$1,624	\$1,624
ix. Cash drawer	\$635	\$604	\$576

H. ADDITIONAL CST PERIPHERALS

H1. Prices effective through December 31, 2006

ADDITIONAL CST (Peripherals)			
Card Printer (includes "Fare card read/writer")	\$8,280	N/A	N/A
Photo ID Equipment – Camera and power supply	\$619	N/A	N/A
Kytronics Card Dispenser	\$1,010	N/A	N/A
	1 Unit		
Cherry G81-POS Keyboard	\$243	N/A	N/A

Agent Display (Touch Screen Monitor, MicroTouch M170 LCD)	\$880	N/A	N/A
Printer – Receipt with Check Endorser/Reader Epson TM-H6000II	\$1,135	N/A	N/A
PIN Pad - Verifone 1000SE	\$143	N/A	N/A
MiniMag Magnetic Card Reader	\$76	N/A	N/A
Window Mounted Fare Card Reader/Writer <ul style="list-style-type: none"> • Fare card reader/writer, window-mount (MOQ = 10; 10 x \$660 = \$6,600) • from existing stock in green plastic 	\$6,600	N/A	N/A

H2. Prices effective January 1, 2007 through December 31, 2007

ADDITIONAL CST (Peripherals)			
Card Printer (includes "Fare card read/writer")	\$8,333	N/A	N/A
Photo ID Equipment – Camera and power supply	\$482	N/A	N/A
Kytronics Card Dispenser	\$1,087	N/A	N/A
Cherry G81-POS Keyboard	\$197		

Agent Display (Touch Screen Monitor, MicroTouch M170 LCD)	\$904	N/A	N/A
Agent Display (Touch Screen Monitor, ELO 1725L 17" LCD Desktop Touch monitor (3000 Series) with AccuTouch)	\$808	N/A	N/A
Printer – Receipt with Check Endorser/Reader Epson TM-H6000II	\$1,219	N/A	N/A
PIN Pad – Verifone 1000SE	\$109	N/A	N/A
MiniMag Magnetic Card Reader	\$76	N/A	N/A
Window Mounted Fare Card Reader/Writer <ul style="list-style-type: none"> • From existing stock – no color choice • Minimum Order Quantity = 10 Units 	\$660 <i>(less a credit of \$24 if "ORCA blue" Plastic Casing color choice is specified)</i>	N/A	N/A
Window Mounted Fare Card Reader/Writer Plastic Casing – Window Mount - 'ORCA blue' <ul style="list-style-type: none"> • Minimum Order Quantity = 200 	\$24	N/A	N/A

The Special Programs Section of Exhibit 9, Price Schedule, is hereby amended to read as follows:

SPECIAL PROGRAMS

LUMP SUM COST

Original Contract

A. PARATRANSIT	\$70,476
B. VANPOOL	\$70,476

Change Order No. 1

A. KCM RCU Conceptual Design (Not to Exceed plus reimbursable travel expenses)	\$26,795
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Change Order No. 11

WSF GAK Implementation	\$241,584
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Change Order No. 15

WSF Gate & POS Simulator	\$24,614
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Change Order No. 16

KT PFTP Implementation	
1. Phase 1 FDR through Beta Test Readiness	\$79,698
2. Phase 2 After Beta Test Readiness	\$46,683
TOTAL IMPLEMENTATION:	\$126,381

Change Order No. 18

KCM DDU Functionality when ARI enters Init Mode	\$10,985
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Change Order No. 19

KCM DDU Auto Logoff and Power Down	\$7,054
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Change Order No. 25

CST Monitors for Beta Test Developmental Units 5 CSTs @ \$800 each	\$4000
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